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BEFORE THE ARIZONA CORPORATION COMMISSION
COMMISSIONERS
GARY PIERCE - Chairman
BOB STUMP
SANDRA D. KENNEDY
PAUL NEWMAN
BRENDA BURNS

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ARIZONA CORPORATION COMMISSION
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IN THE MATTER OF THE VERIFIED JOINT
APPLICATION OF AT&T COMMUNICATIONS
OF THE MOUNTAIN STATES AND AT&T CORP.
FOR APPROVAL OF A PROPOSED CORPORATE
REORGANIZATION AND MERGER.

DOCKET NO. T-02428A-12-0234

PROCEDURAL ORDER

BY THE COMMISSION:

On June 8, 2012, AT&T Communications of the Mountain States ("AT&T Mountain States") and its parent company, AT&T Corp. (collectively "Applicants") filed with the Arizona Corporation Commission ("Commission") an application for approval of a proposed corporate reorganization and merger. The application also requested the transfer of the Certificates of Convenience and Necessity ("CC&Ns") issued by the Commission in Decision No. 53880 (January 30, 1984), Decision No. 59445 (December 20, 1995), and Decision No. 60042 (February 5, 1997).

On June 28, 2012, the Applicants filed a supplement to the application.

On July 11, 2012, the Applicants filed a Request for Procedural Conference.

On July 17, 2012, a procedural conference convened as scheduled. Applicants and the Commission's Utilities Division ("Staff") appeared through counsel and discussed the schedule for processing the application. The parties discussed the need for a hearing and public notice requirements related to Applicants' request that the CC&Ns currently held by AT&T Mountain States be transferred to AT&T Corp.

On August 3, Staff filed its Staff Report on the application, recommending approval of the application, including the CC&N transfers.

Accordingly, a hearing date and procedural deadlines should be set.

IT IS THEREFORE ORDERED that a hearing is hereby scheduled to commence on **September 7, 2012, commencing at 10:00 a.m.**, or as soon thereafter as practicable, at the Commission's offices, 1200 West Washington Street, Hearing Room No. 1, Phoenix, Arizona,

1 85007.

2 IT IS FURTHER ORDERED that direct testimony and associated exhibits to be presented at
3 hearing on behalf of AT&T Communications of the Mountain States and AT&T Corp. shall be
4 reduced to writing and filed on or before August 15, 2012. The testimony shall be responsive to the
5 Staff Report.

6 IT IS FURTHER ORDERED that direct testimony and associated exhibits to be presented at
7 hearing on behalf intervenors in this matter shall be reduced to writing and filed on or before August
8 31, 2012. The testimony shall be responsive to the Applicants' testimony and the Staff Report.

9 IT IS FURTHER ORDERED that any surrebuttal or rejoinder testimony shall be presented
10 orally at the hearing.

11 IT IS FURTHER ORDERED that any substantive corrections, revisions, or supplements to
12 the Application, Notice, or pre-filed testimony shall be reduced to writing and filed no later than five
13 days before the witness is scheduled to testify.

14 IT IS FURTHER ORDERED that any substantive corrections, revisions, or supplements to
15 prefiled testimony shall be reduced to writing and filed no later than five calendar days before the
16 witness is scheduled to testify.

17 IT IS FURTHER ORDERED that the parties shall prepare a brief, written summary of the
18 prefiled testimony of each of their witnesses and shall file each summary at least two working days
19 before the witness is scheduled to testify.

20 IT IS FURTHER ORDERED that copies of summaries shall be served upon the
21 Administrative Law Judge, the Commissioners, and the Commissioners' aides as well as the parties
22 of record.

23 IT IS FURTHER ORDERED that intervention shall be in accordance with A.A.C. R14-3-105,
24 except that **all motions to intervene must be filed on or before August 23, 2012.**

25 IT IS FURTHER ORDERED that discovery shall be as permitted by law and the rules and
26 regulations of the Commission, except that any objection to discovery requests shall be made within
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28

1 5 calendar days of receipt¹ and responses to discovery requests shall be made within 7 calendar days
2 of receipt. The response time may be extended by mutual agreement of the parties involved if the
3 request requires an extensive compilation effort.

4 IT IS FURTHER ORDERED that for discovery requests, objections, and answers, if a
5 receiving party requests service to be made electronically, and the sending party has the technical
6 capability to provide service electronically, service to that party shall be made electronically.

7 IT IS FURTHER ORDERED that, in the alternative to filing a written motion to compel
8 discovery, any party seeking resolution of a discovery dispute may telephonically contact the
9 Commission's Hearing Division to request a date for a procedural hearing to resolve the discovery
10 dispute; that upon such a request, a procedural hearing will be convened as soon as practicable; and
11 that the party making such a request shall forthwith contact all other parties to advise them of the
12 hearing date and shall at the hearing provide a statement confirming that the other parties were
13 contacted.²

14 IT IS FURTHER ORDERED that any motions which are filed in this matter and which are
15 not ruled upon by the Commission within 20 calendar days of the filing date of the motion shall be
16 deemed denied.

17 IT IS FURTHER ORDERED that any responses to motions shall be filed within five calendar
18 days of the filing date of the motion.

19 IT IS FURTHER ORDERED that any replies shall be filed within five calendar days of the
20 filing date of the response.

21 IT IS FURTHER ORDERED that AT&T Mountain States and AT&T Corp. shall provide
22 public notice of the hearing in this matter, in the following form and style, with the heading in no less
23 than 24 point bold type and the body in no less than 10 point regular type:

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27 ¹ The date of receipt of discovery requests is not counted as a calendar day, and requests received after 4:00 p.m. MST
will be considered as received the next business day.

28 ² The parties are encouraged to attempt to settle discovery disputes through informal, good-faith negotiations before
seeking Commission resolution of the controversy.

**IN THE MATTER OF THE JOINT APPLICATION OF AT&T COMMUNICATIONS
OF THE MOUNTAIN STATES AND AT&T CORP. FOR APPROVAL OF A
PROPOSED CORPORATE REORGANIZATION AND MERGER**
Docket No. T-02428A-12-0234

Summary

AT&T Communications of the Mountain States and AT&T Corp. ("Applicants") jointly filed with the Arizona Corporation Commission ("Commission") a Notice of Intent, pursuant to Arizona Administrative Code R14-2-803.A, concerning the proposed merger of AT&T Communications of the Mountain States and AT&T Corp., with AT&T Corp. to be the surviving entity. Applicants request that the assets and Certificates of Convenience and Necessity ("CC&Ns") currently held by AT&T Communications of the Mountain States be transferred to AT&T Corp. pursuant to A.R. S. § 40-285.

The Commission will issue a Decision regarding the application following consideration of testimony and evidence presented at an evidentiary hearing. The Commission's Utilities Division ("Staff") has filed its recommendations to the Commission in the form of a Staff Report on the application.

How You Can View or Obtain a Copy of the Application

Copies of the application and subsequent filings in this proceeding are available from AT&T Communications of the Mountain States and AT&T Corp., [company address]; at [web page, if available there]; at the Commission's Docket Control Center, 1200 West Washington, Phoenix, Arizona, for public inspection during regular business hours; and at the Commission's website www.azcc.gov using the e-Docket function, located at the bottom of the website homepage.

Arizona Corporation Commission Public Hearing Information

The Commission will hold a hearing on this matter beginning **September 7, 2012, at 10:00 a.m.**, at the Commission's offices, **Hearing Room No. 1**, 1200 West Washington Street, Phoenix, Arizona. Public comments will be taken on the first day of the hearing. Written public comments may be submitted by mailing a letter referencing **Docket No. T-02428A-12-0234** to: Arizona Corporation Commission, Consumer Services Section, 1200 West Washington, Phoenix, AZ 85007. If you require assistance, you may contact the Consumer Services Section at 602.542.4251 or 1.800.222.7000.

If you do not intervene in this proceeding, you will receive no further notice of the proceedings in this docket. However, all documents filed in this docket are available online (usually within 24 hours after docketing) at the Commission's website www.azcc.gov using the e-Docket function, located at the bottom of the website homepage. RSS feeds are also available through e-Docket.

About Intervention

The law provides for an open public hearing at which, under appropriate circumstances, interested parties may intervene. Any person or entity entitled by law to intervene and having a direct and substantial interest in the matter will be permitted to intervene.

If you wish to intervene, you must file an original and 13 copies of a written motion to intervene with the Commission no later than **August 23, 2012**, and send a copy of the motion to Applicants or their counsel and to all parties of record. Your motion to intervene must contain the following:

1. Your name, address, and telephone number, and the name, address, and telephone number of any party upon whom service of documents is to be made, if not yourself;
2. A short statement of your interest in the proceeding (e.g., a customer of Applicants, a shareholder of Applicants, etc.); and
3. A statement certifying that you have mailed a copy of the motion to intervene to Applicants or their counsel and to all parties of record in the case.

The granting of motions to intervene shall be governed by A.A.C. R14-3-105, except that all motions to intervene must be filed on or before August 23, 2012. All parties must comply with Arizona Supreme Court Rules 31 and 38 and A.R.S. § 40-243 with respect to the practice of law. For a sample intervention request form, go to <http://www.azcc.gov/divisions/utilities/FORMS/interven.pdf>. The granting of intervention entitles a party to present sworn evidence at hearing and to cross-examine other witnesses. However, you do not need to intervene if you want to appear at the hearing and provide public comment on the application, or if you want to file written comments in the record of the case.

ADA/Equal Access Information

The Commission does not discriminate on the basis of disability in admission to its public meetings. Persons with a disability may request a reasonable accommodation such as a sign language interpreter, as well as request this document in an alternative format, by contacting the ADA Coordinator, Shaylin Bernal, e-mail sabernal@azcc.gov, voice phone number 602.542.3931. Requests should be made as early as possible to allow time to arrange the accommodation.

IT IS FURTHER ORDERED that Applicants shall cause the above notice to be published at least once in newspapers of general circulation in their Arizona service territory, with publication to be completed no later than **August 13, 2012**.

IT IS FURTHER ORDERED that Applicants shall file certification of publication as soon as practicable after the publication has been completed.

IT IS FURTHER ORDERED that notice shall be deemed complete upon publication of same, notwithstanding the failure of an individual to read or receive the notice.

IT IS FURTHER ORDERED that all parties must comply with Arizona Supreme Court Rules 31 and 38 and A.R.S. § 40-243 with respect to the practice of law and admission *pro hac vice*.

IT IS FURTHER ORDERED that withdrawal of representation must be made in compliance with A.A.C. R14-3-104(E) and Rule 1.16 of the Rules of Professional Conduct (under Arizona Supreme Court Rule 42). Representation before the Commission includes appearances at all hearings and procedural conferences, as well as all Open Meetings for which the matter is scheduled for

1 discussion, unless counsel has previously been granted permission to withdraw by the Administrative
2 Law Judge or the Commission.

3 IT IS FURTHER ORDERED that the Ex Parte Rule (A.A.C. R14-3-113 - Unauthorized
4 Communications) applies to this proceeding as the matter is now set for public hearing and shall
5 remain in effect until the Commission's Decision in this matter is final and non-appealable.

6 IT IS FURTHER ORDERED that the time periods specified herein shall not be extended
7 pursuant to Rule 6(a) or (e) of the Rules of Civil Procedure.

8 IT IS FURTHER ORDERED that the Presiding Officer may rescind, alter, amend, or waive
9 any portion of this Procedural Order either by subsequent Procedural Order or by ruling at hearing.

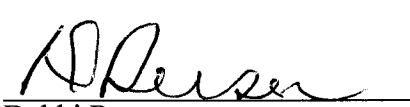
10 Dated this 14th day of August, 2012.

11
12 
13 TEENA JIBILIAN
ADMINISTRATIVE LAW JUDGE

14 Copies of the foregoing mailed/delivered
15 this 6th day of August, 2012 to:

16 Michael M. Grant
17 Jennifer A. Cranston
18 GALLAGHER & KENNEDY, P.A.
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22 Ernest G. Johnson, Director
23 Utilities Division
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24 1200 West Washington Street
Phoenix, AZ 85007-2927

25 ARIZONA REPORTING SERVICE, INC.
26 2200 N. Central Ave., Suite 502
27 Phoenix, AZ 85004-1481
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